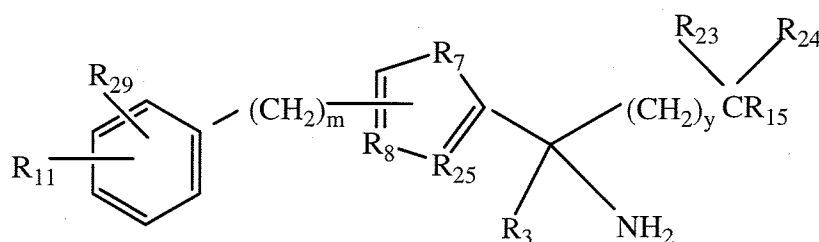


Amendments to the Claims:

A complete list of all claims under examination is set out below. Please cancel claims 1-10, 17, 19, 20, 21, 34, and 36-49; amend claims 11, 12, 13, 14, 15, 16, 18, 22, 23, 24, 25, 26, 28, 29, 30, 31, 32, 33, and 35, and add claims 50-55 as follows:

1 - 10. (cancelled).

11. (currently amended) The compound of claim 50 ~~claim 1 wherein the compound has is represented by having~~ the formula:



wherein

R_{11} is ~~selected from the group consisting of~~ C_5 - C_{18} alkyl, C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, C_5 - C_{18} alkoxy, $(CH_2)_pO(CH_2)_q$, $(CH_2)_pNH(CH_2)_q$, $(CH_2)_p(CO)(CH_2)_q$, $(CH_2)_p(COO)(CH_2)_q$, C_1 - C_{10} alkyl(C_5 - C_6 aryl) R_{20} , C_1 - C_{10} alkyl(C_5 - C_6 heteroaryl) R_{20} , C_1 - C_{10} alkyl(C_5 - C_6 cycloalkyl) R_{20} , C_1 - C_{10} alkoxy(C_5 - C_6 aryl) R_{20} , C_1 - C_{10} alkoxy(C_5 - C_6 heteroaryl) R_{20} or and C_1 - C_{10} alkoxy(C_5 - C_6 cycloalkyl) R_{20} ;

wherein R_{20} is H or C_1 - C_{10} alkyl;

p and q are integers independently ranging from 1 to 10;

R_{29} is H, halo, C_1 - C_{12} alkyl, C_{2+} - C_{12} alkenyl, C_{2+} - C_{12} alkynyl, or C_1 - C_{12} alkoxy, $(CH_2)_pO(CH_2)_q$ and $(CH_2)_pNH(CH_2)_q$;

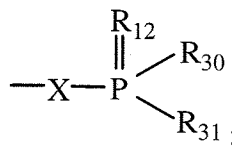
R_7 and R_8 are independently ~~selected from the group consisting of~~ O, S, CR_{26} , CHR_{26} , NR_{26} , or and N;

wherein R_{26} is H, F or C_1 - C_4 alkyl;

R_{25} is ~~N or~~ CH;

R_3 is ~~selected from the group consisting of~~ C_1 - C_4 alkyl, $(C_1$ - C_4 alkyl)OH, or and $(C_1$ - C_4 alkyl)NH₂;

~~R₁₅ is represented by the structure~~

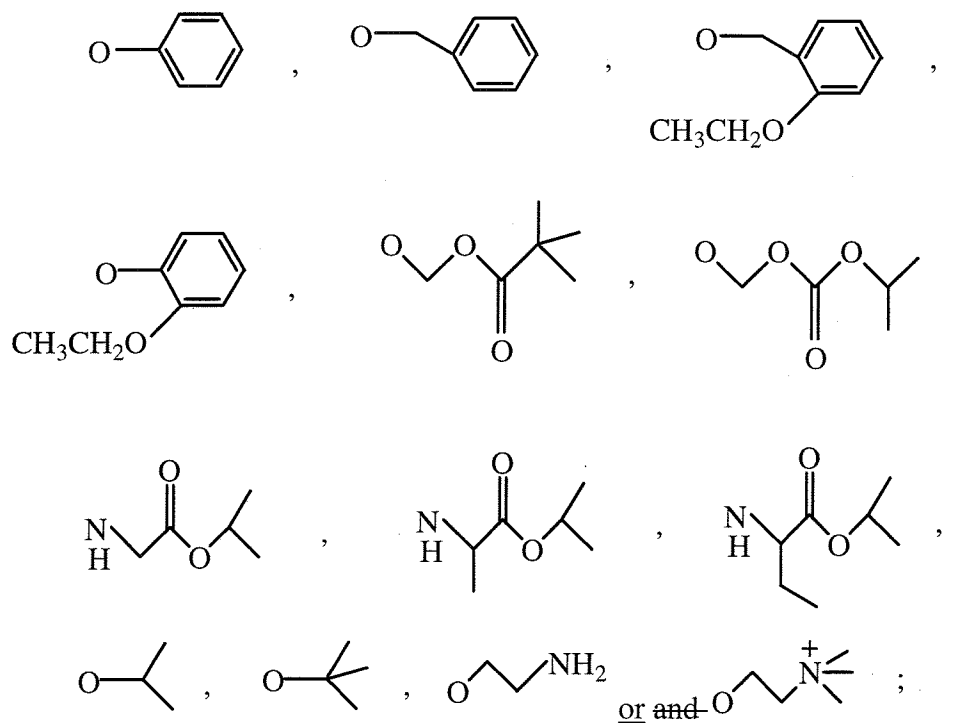


wherein R₁₂ is selected from the group consisting of O or and S;

~~X is selected from the group consisting of O, S, CH₂, CHOH, CHF, CF₂, or and~~



~~R₃₀ and R₃₁ are independently selected from the group consisting of C₁-C₂ alkoxy,~~



~~R₂₃ is selected from the group consisting of H, F, OH, C₁-C₄ alkyl, CO₂H or and (C₁-C₄ alkyl)OH;~~

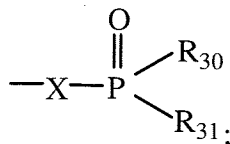
~~R₂₄ is selected from the group consisting of H, F, C₁-C₄ alkyl or and PO₃H₂; or~~

R₂₃ together with R₂₄ and the carbon to which they are attached form a carbonyl group; and

y and m are integers independently ranging from 0 to 4; or

a pharmaceutically acceptable salt or tautomer thereof.

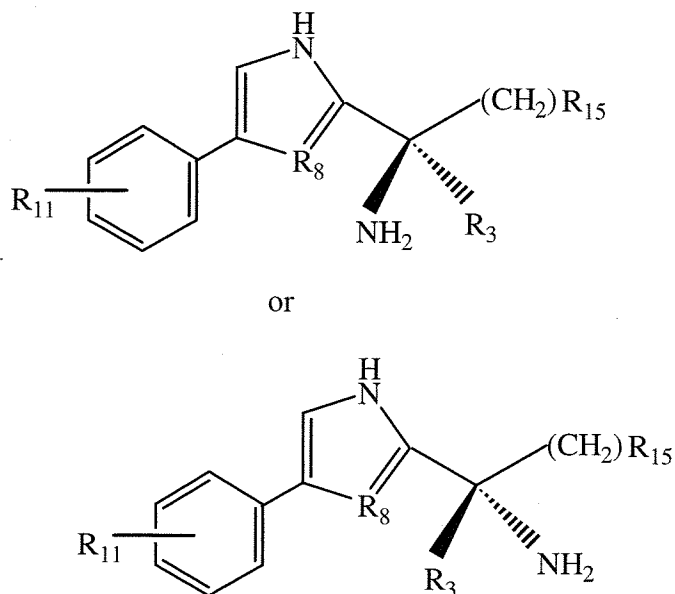
12. (currently amended) The compound of claim 11 wherein
 m is 0;
 y is 0 or 1;
 R₂₃ and R₂₄ are independently selected from the group consisting of H or and F.
13. (currently amended) The compound of claim 11 wherein R₃ is ~~selected from the group consisting of~~ C₁-C₃ alkyl or and (C₁-C₄ alkyl)OH; and
 R₈ is CH₃; ~~and~~
 R₂₅ is N.
14. (currently amended) The compound of claim 12 ~~or 13~~ wherein
 R₁₁ is ~~selected from the group consisting of~~ C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, or C₅-C₁₈ alkoxy and (CH₂)_pO(CH₂)_q; and
 R₂₉ is ~~selected from the group consisting of~~ H, halo or and C₁-C₁₂ alkyl; or
 a pharmaceutically acceptable salt or tautomer thereof.
15. (currently amended) The compound of claim 12, ~~13 or 14~~ wherein
 y is 0; and
 R₁₅ is represented by the structure



wherein X is ~~selected from the group consisting of~~ CH₂, CHOH, CHF, CF₂, or and

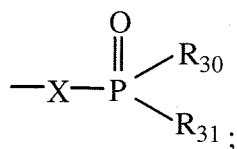


16. (currently amended) The compound of claim 12 ~~wherein the compound is represented by~~ having the formula:

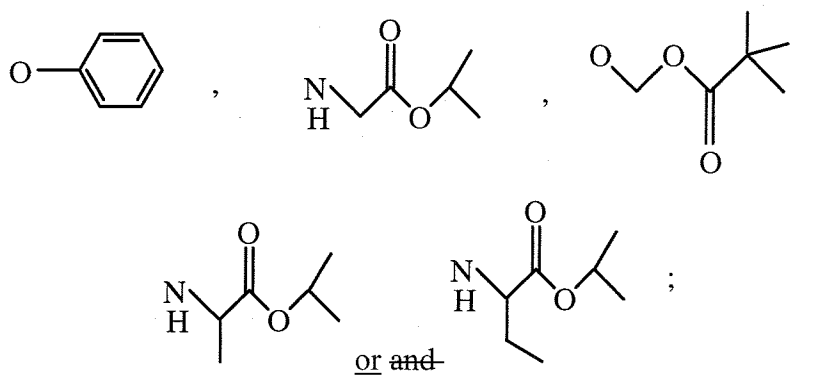


wherein R_{11} is C_5 - C_{18} alkyl or C_5 - C_{18} alkenyl; and
 R_8 is N, CH or S;
 or a pharmaceutically acceptable salt or tautomer thereof.

17. (cancelled)
18. (presently amended) The compound of claim ~~16~~ 47 wherein R_{11} is C_5 - C_9 alkyl;
 R_{15} is ~~represented by the structure~~



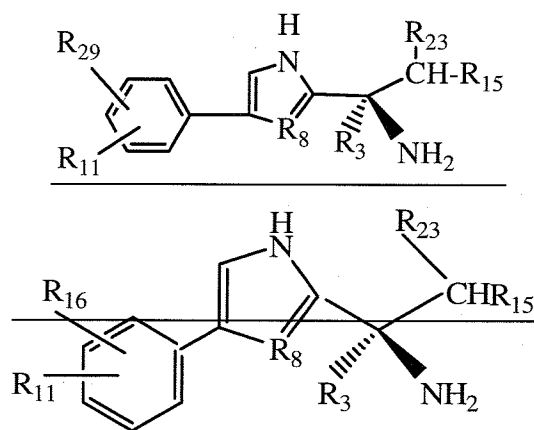
wherein X is ~~selected from the group consisting of O, CH2 or and CHF;~~
 R_{30} and R_{31} are independently ~~selected from the group consisting of~~



and R_3 is CH_3 .

19. - 21. (cancelled)

22. (presently amended) The compound of claim 51 having ~~19~~ wherein the compound is represented by the formula:

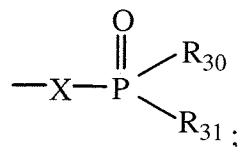


23. (presently amended) The compound of claim 22 wherein R_3 is ~~selected from the group consisting of~~ C_1 - C_4 alkyl or and $(C_1$ - C_4 alkyl)OH;

R_8 is ~~selected from the group consisting of~~ O, S, CR_{26} or and N;

R_{23} and R_{26} are independently H or F; and

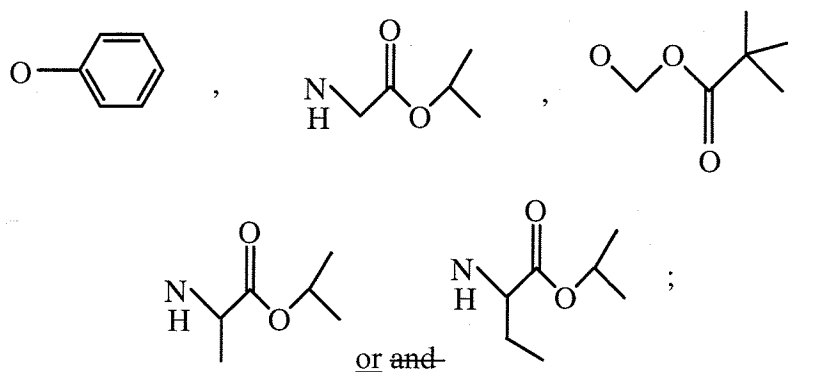
R_{15} is represented by the structure



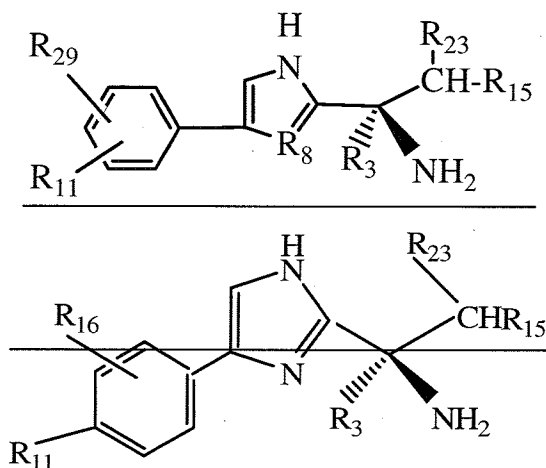
wherein X is ~~selected from the group consisting of~~ O, CH₂, CHOH, CHF, CF₂ or and



24. (presently amended) The compound of claim ~~53~~ 23 wherein X is O.
25. (presently amended) The compound of claim ~~24~~ 23 wherein X is ~~selected from the group consisting of~~ CH₂, CHF or and CF₂.
26. (presently amended) The compound of claim ~~24 or 25~~ wherein R₃₀ and R₃₁ are the same and are ~~selected from the group consisting of~~



27. (original) The compound of claim 25 wherein R₈ is N.
28. (presently amended) The compound of claim ~~24~~ having 25 ~~wherein the compound is represented by the formula:~~

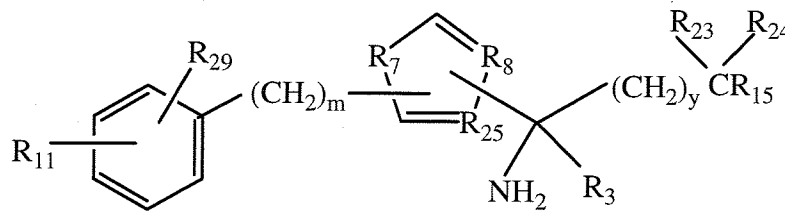


wherein R_{11} is selected from the group consisting of H, C_5 - C_{18} alkyl, and C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, or C_5 - C_{18} alkoxy;

R_3 is CH_3 ; and

R_{29} R_{16} is selected from the group consisting of H, and C_1 - C_4 alkyl.

29. (presently amended) The compound of claim 28 ~~any of claims 19, 24, 25, or 27~~ wherein R_{11} is selected from the group consisting of C_5 - C_{18} alkyl, or C_5 - C_{18} alkenyl, ~~C_5 - C_{18} alkynyl, or C_5 - C_{18} alkoxy and $(CH_2)_pO(CH_2)_q$;~~ wherein p and q are integers independently ranging from 1 to 10; and R_{29} R_{16} is selected from the group consisting of H, or C_1 - C_{418} alkyl, ~~C_2 - C_{18} alkenyl and C_2 - C_{18} alkynyl.~~
30. (presently amended) The compound of claim 28 ~~any of claims 19, 24, 25, 27 or 28~~ wherein R_{11} is C_5 - C_{18} alkyl or C_5 - C_{18} alkenyl; and R_{29} R_{16} is H.
31. (presently amended) A pharmaceutical composition comprising a compound having the formula: of claim 1, 2, 6, 8, 11, 16, 19, 21, 22, 28 or 30



wherein

R₁₁ is C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, C₅-C₁₈ alkoxy, C₁-C₁₀ alkyl(C₅-C₁₀ aryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₁₀ heteroaryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₁₀ cycloalkyl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₁₀ aryl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₁₀ heteroaryl)R₂₀ or C₁-C₁₀ alkoxy(C₅-C₁₀ cycloalkyl)R₂₀;

wherein R₂₀ is H or C₁-C₁₀ alkyl;

R₂₉ is H, halo, C₁-C₁₂ alkyl, C₂-C₁₂ alkenyl, C₂-C₁₂ alkynyl, or C₁-C₁₂ alkoxy;

R₃ is H, C₁-C₆ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

R₂₃ is H, F, CO₂H, OH, C₁-C₆ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

R₂₄ is H, F or PO₃H₂; or

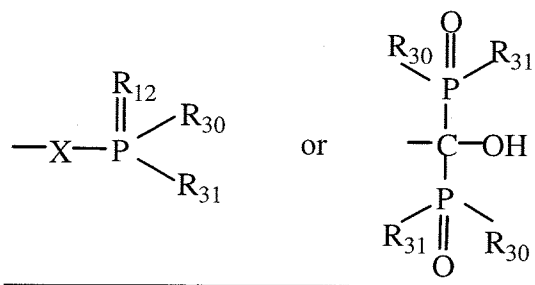
R₂₃ together with R₂₄ and the carbon to which they are attached form a carbonyl group;

R₇ and R₈ are independently O, S, CHR₂₆, CR₂₆, NR₂₆, or N;

R₂₅ is CR₂₆;

wherein R₂₆ is H, F or C₁-C₄ alkyl;

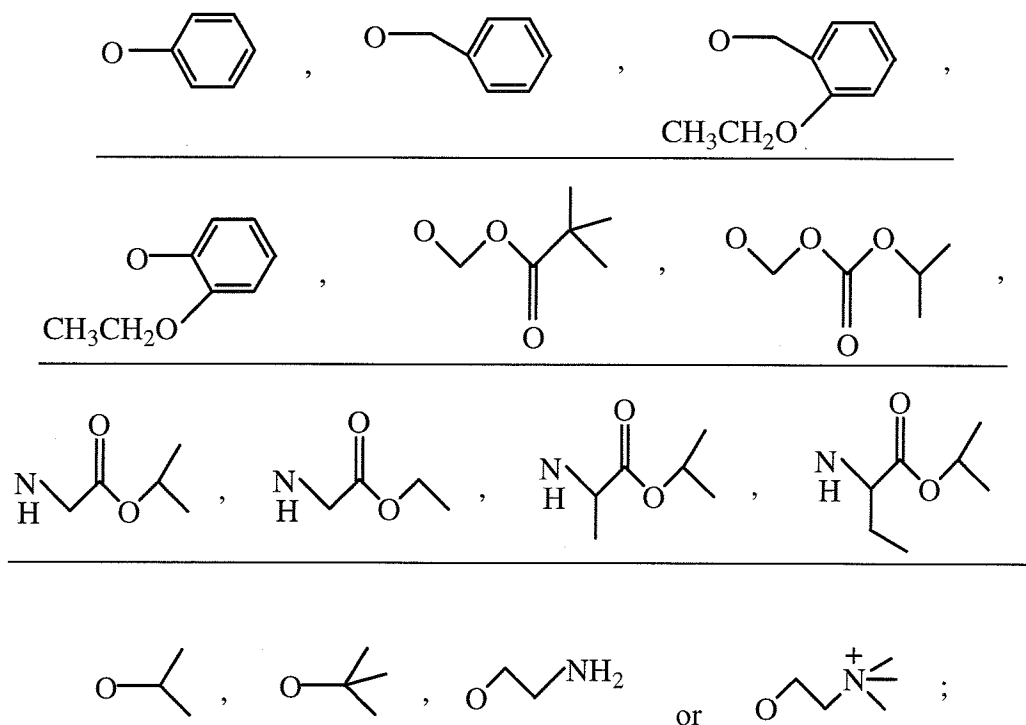
R₁₅ is



wherein R₁₂ is O, NH or S;

X is O, NH, S, CH₂, CHOH, CHF, CF₂, or $\text{—}\overset{\text{O}}{\parallel}\text{C—}$; and

each R₃₀ is independently and each R₃₁ is independently C₁-C₂ alkoxy,



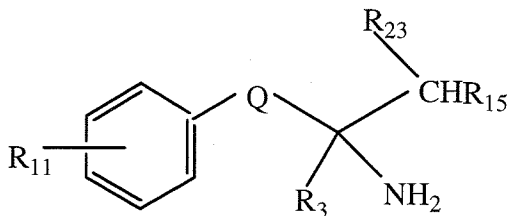
y and m are integers independently ranging from 0 to 4;

p and q are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof;

and a pharmaceutically acceptable carrier.

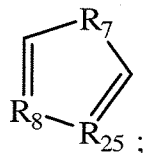
32. (presently amended) ~~The composition of claim 31 wherein A composition comprising a~~
~~the compound represented by~~ has the formula:



wherein R₁₁ is selected from the group consisting of C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, or C₅-C₁₈ alkoxy and (CH₂)_pO(CH₂)_q;

wherein p and q are integers independently ranging from 1 to 10;

Q is selected from the group consisting of ~~C₅-C₆ optionally substituted cycloalkyl, C₅-C₆ optionally substituted heterocyclic, C₅-C₆ optionally substituted aryl, C₅-C₆ optionally substituted heteroaryl and -NH(CO)-~~;



wherein R₇ and R₈ are independently O, S, CR₂₆, CHR₂₆, NR₂₆, or N;

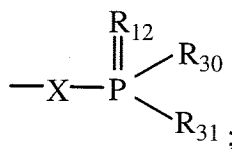
R₂₅ is CR₂₆; and

R₂₆ is H, F or C₁-C₄ alkyl;

~~R₃ is selected from the group consisting of H, C₁-C₄ alkyl or and (C₁-C₄ alkyl)OH;~~

~~R₂₃ is H, F or C₁-C₄ alkyl; and~~

R₁₅ is represented by the structure

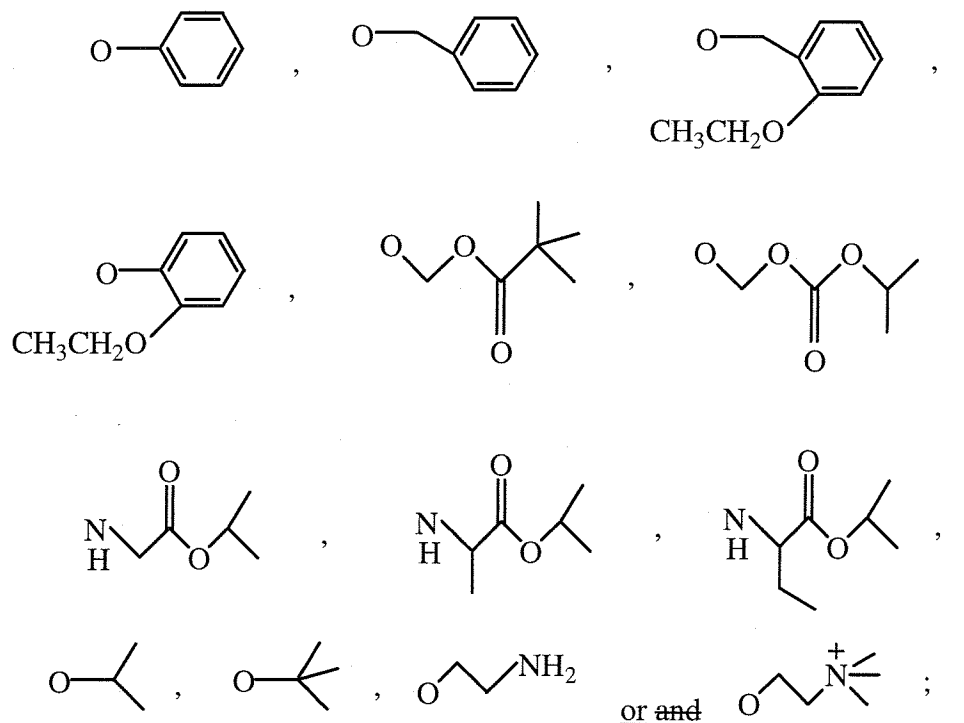


~~wherein R₁₂ is selected from the group consisting of O or and S;~~

~~X is selected from the group consisting of O, S, CH₂, CHOH, CHF, CF₂, or and~~

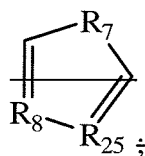


~~R₃₀ and R₃₁ are independently selected from the group consisting of C₁-C₂ alkoxy,~~

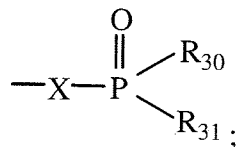


or a pharmaceutically acceptable salt or tautomer thereof; and
a pharmaceutically acceptable carrier.

33. (presently amended) The composition of claim 32 wherein Q is



wherein R₂₅, R₇ and R₈ are independently selected from the group consisting of O, S, CR₂₆, CHR₂₆, NR₂₆, and N; and R₂₆ is H, F or C₁-C₄ alkyl;
R₂₃ is H or F; and
R₁₅ is represented by the structure



wherein X is ~~selected from the group consisting of~~ O, CH₂, CHOH, CHF, CF₂, or ~~and~~

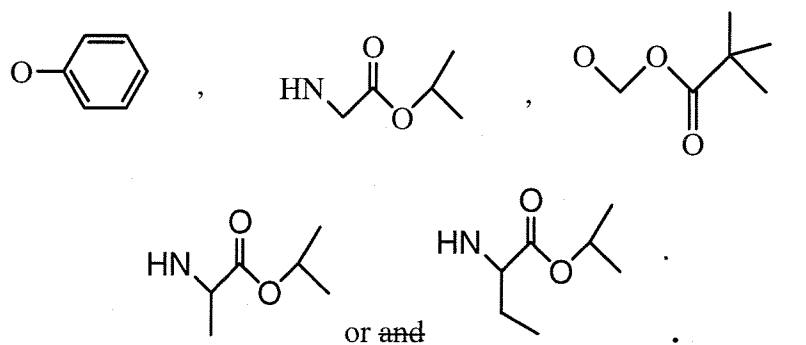


34. (cancelled).

35. (presently amended) The composition of claim ~~53~~ 34 wherein

X is ~~selected from the group consisting of~~ CH₂, CF₂ or ~~and~~ CHF; and

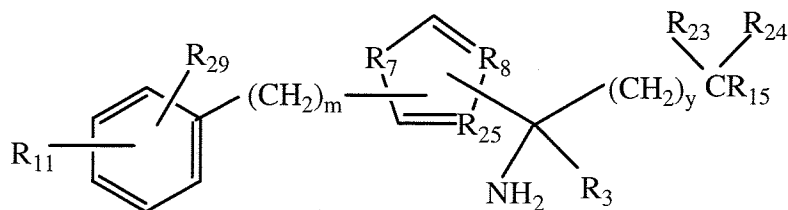
R₃₀ and R₃₁ are independently ~~selected from the group consisting of~~ C₁-C₂ alkoxy,



36. - 49. (cancelled)

Please add the following new claims:

50. (new) A compound having the formula:



wherein

R₁₁ is C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, C₅-C₁₈ alkoxy, C₁-C₁₀ alkyl(C₅-C₁₀ aryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₁₀ heteroaryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₁₀ cycloalkyl)R₂₀, C₁-

C₁₀ alkoxy(C₅-C₁₀ aryl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₁₀ heteroaryl)R₂₀ or C₁-C₁₀ alkoxy(C₅-C₁₀ cycloalkyl)R₂₀;

wherein R₂₀ is H or C₁-C₁₀ alkyl;

R₂₉ is H, halo, C₁-C₁₂ alkyl, C₂-C₁₂ alkenyl, C₂-C₁₂ alkynyl, or C₁-C₁₂ alkoxy;

R₃ is H, C₁-C₆ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

R₂₃ is H, F, CO₂H, OH, C₁-C₆ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

R₂₄ is H, F, C₁-C₄ alkyl, or PO₃H₂; or

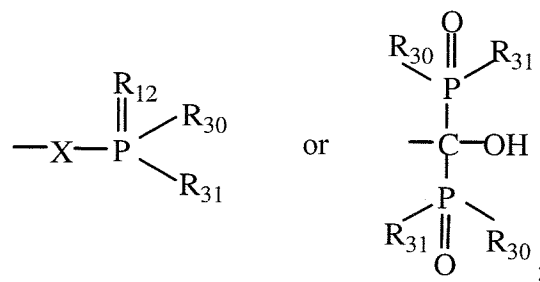
R₂₃ together with R₂₄ and the carbon to which they are attached form a carbonyl group;

R₇ and R₈ are independently O, S, CHR₂₆, CR₂₆, NR₂₆, or N;

R₂₅ is CR₂₆;

wherein R₂₆ is H, F or C₁-C₄ alkyl;

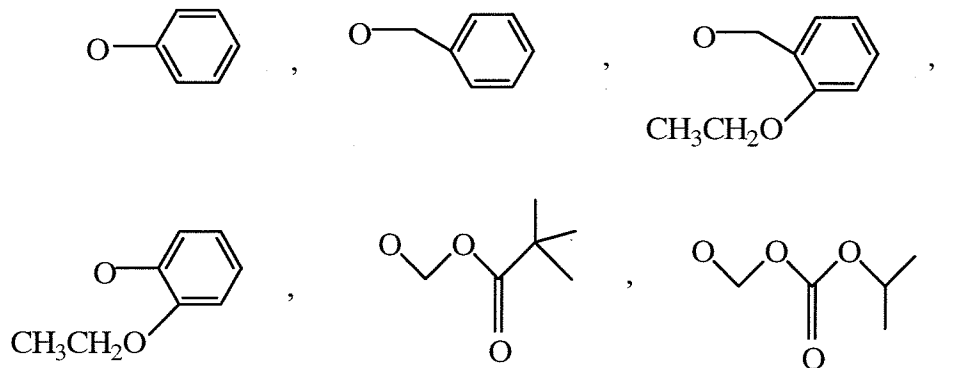
R₁₅ is

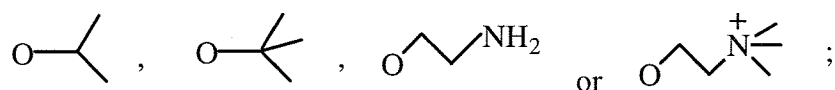
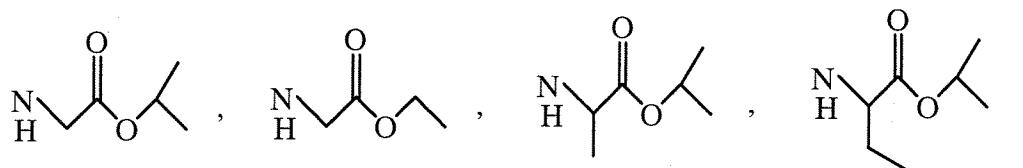


wherein R₁₂ is O, NH or S;

X is O, NH, S, CH₂, CHOH, CHF, CF₂, or $\begin{array}{c} \text{O} \\ \parallel \\ -\text{C}- \end{array}$; and

each R₃₀ is independently and each R₃₁ is independently C₁-C₂ alkoxy,



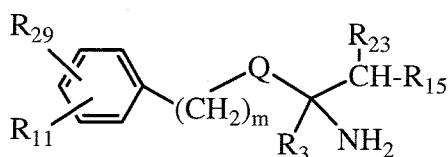


y and m are integers independently ranging from 0 to 4;

p and q are integers independently ranging from 1 to 10; or

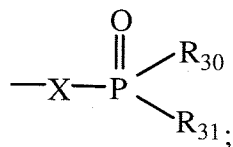
a pharmaceutically acceptable salt or tautomer thereof.

51. (new) The compound of claim 50 having the formula



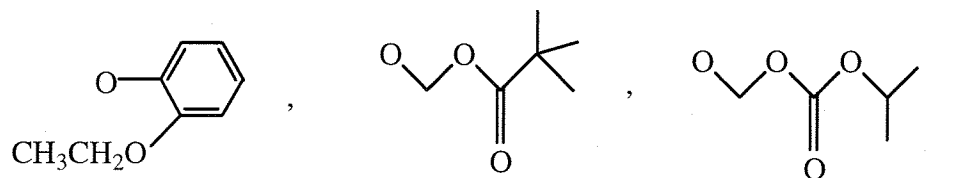
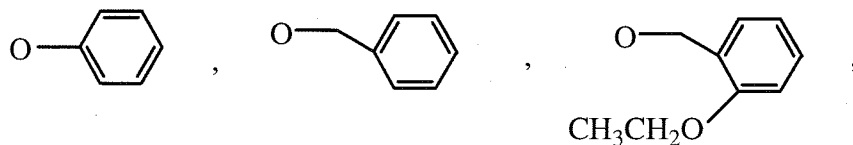
wherein R_{11} is C_5 - C_{18} alkyl, C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, or C_5 - C_{18} alkoxy;

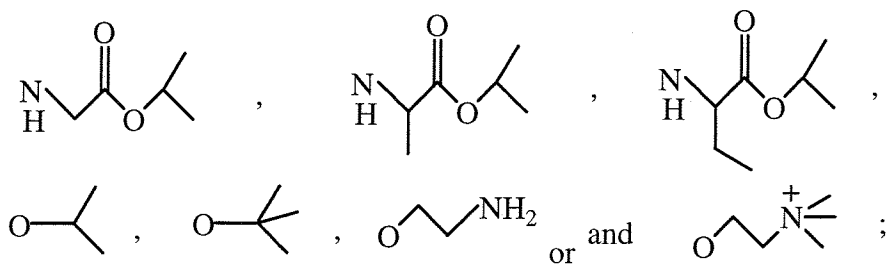
R_{15} is



wherein X is O, CH_2 , CHOH, CHF, CF_2 , or $-C(=O)-$;

R_{30} and R_{31} are independently C_1 - C_2 alkoxy,

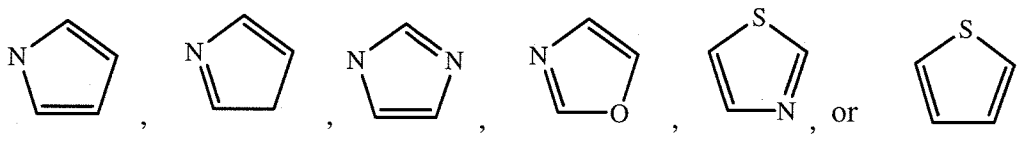




wherein p and q are integers independently ranging from 1 to 10;

R_{29} is H, C_1 - C_{10} alkyl, C_2 - C_{10} alkenyl or C_2 - C_{10} alkynyl;

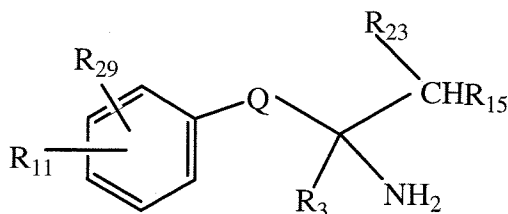
Q is



m is 0; and

R_{23} is H or F.

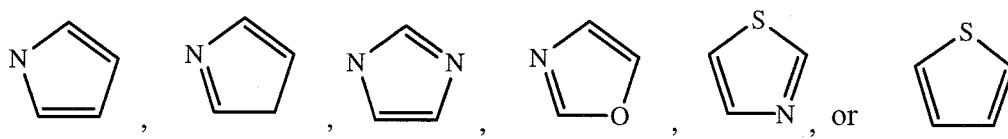
52. (new) The compound of claim 51 having the formula:



R_{12} is O; and X is O, CH_2 , CHOH, CHF, CF_2 , and $\text{---}\overset{\text{O}}{\underset{\text{||}}{\text{C}}}\text{---}$.

53. (new) The compound of claim 23 wherein X is O, CH_2 , CHF or CF_2 .

54. (new) The composition of claim 33 wherein Q is



55. (new) The composition of claim 35 wherein Q is

